

RE ELECTRONIC BOOKS ANTITRUST LITIGATION, Case No. 11-md-02293
and
Texas, et al. v. Penguin Group, et al, Case No. 12-cv-03394

**PLAINTIFFS' MEMORANDUM IN SUPPORT OF MOTION FOR FINAL
APPROVAL OF MACMILLAN AND PENGUIN SETTLEMENT AGREEMENTS
AND DISTRIBUTION PLAN**

EXHIBIT G

**DECLARATION OF DANIEL QUINN
FOR APPLE, INC.**

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**IN RE ELECTRONIC BOOKS ANTITRUST
LITIGATION**

**No. 11-md-02293 (DLC)
ECF Case**

THE STATE OF TEXAS, et al.,

Plaintiffs,

v.

PENGUIN GROUP (USA), INC., et al.,

Defendants.

Civil Action No. 12 cv 3394

**DECLARATION OF DANIEL QUINN
REGARDING NOTICE OF PRELIMINARY APPROVAL OF SETTLEMENTS
PROVIDED BY APPLE INC.**

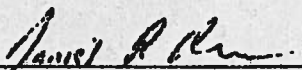
I, Daniel Quinn, declare the following:

1. I am employed by Apple Inc. ("Apple") in iTunes Business Operations. Apple designs, manufactures and markets mobile communication and media devices, personal computers, and portable digital music players, and sells a variety of related software, services, peripherals, networking solutions, and third-party digital content and applications, including electronic books to consumers.
2. I submit this affidavit in connection with *Texas v. Penguin Group (USA) Inc., et al.*, Case No. 12-cv-3394 and *In re: Electronic Books Antitrust Litigation*, Case No. 11-MD 2293 and at the request of Liaison Counsel for Plaintiff States and Class Counsel in these matters.
3. This declaration is based on my personal knowledge and upon information provided by my associates and staff.

4. At the request of Liaison Counsel for Plaintiff States and Class Counsel, my associates and I cooperated in a plan to notify certain Apple consumers of the following three settlements:
 - a. One settlement between defendant publisher Macmillan and Plaintiff States and Class Plaintiffs;
 - b. One settlement between defendant publisher Penguin and Plaintiff States and Class Plaintiffs; and
 - c. One settlement between defendant publishers HarperCollins, Hachette and Simon & Schuster and Class Plaintiffs representing Minnesota residents.
5. As delineated by Liaison Counsel for Plaintiff States and Class Counsel, such notices were to be sent to consumers whose e-book purchases met certain criteria. To assist in providing the requested notice to the appropriate consumers, my associates and I applied necessary screens and developed a list of customers with purchases meeting the following criteria:
 - a. Individual consumers who had purchased e-books from Apple between April 1, 2010 and May 21, 2012 if such e-books were published by any of following five publishers: Hachette Book Group, Inc., HarperCollins Publishers LLC, Simon & Schuster, Inc., Penguin Group (USA) Inc. and Holtzbrinck Publishers, LLC, (known as Macmillan).
 - b. Consumers in the United States, the District of Columbia and the U.S. territories of American Samoa, Guam, Northern Mariana Islands, Puerto Rico, and the U.S. Virgin Islands were included. Consumers who were residents of countries other than the United States and its territories and commonwealths at the time of purchase were excluded.
 - c. E-books that had not been purchased by the consumer (i.e., rental e-books or free books) were excluded.
6. My associates and I prepared introduction emails to Minnesota and to Non-Minnesota customers to accompany the official, court-approved email notices. The language of the introductory messages were reviewed and approved by Counsel for Plaintiff States and Class Counsel and was intended to provide consumers more assurance of the validity of the notice. Both the text of the introduction emails and the official notices are attached as Attachments 1 and 2.
7. On or about August 30, 2013, we were informed by email that Rust Consulting had previously sent out emails, which tracked the language in Attachments 1 and 2, to all eligible, unique customer email addresses we had earlier identified.
8. If these pending settlements are given final approval by this Court, we intend to

cooperate with Liaison Counsel for Plaintiff States and Class Counsel in a similar manner as described above to provide notice of the actual account credit available for use by all consumers to whom were sent these emails.

I declare under penalty of perjury that the foregoing is true and correct. Executed on November 18, 2013



Daniel P. Quinn

Attachment 1

Apple Inc. Email Notifications

Settlement ID Number: <<Xref>>

Benefits from E-books Settlement Fund

Para una notificación en Español, llamar o visitar nuestro website.

Records indicate that you are eligible for a payment from Settlements reached by State Attorneys General and Class Plaintiffs with E-book publishers Holtzbrink Publishers, LLC, (known as Macmillan) ("Macmillan") and Penguin Group (USA) Inc. ("Penguin"). The Settlements resolve Plaintiffs' claims against Macmillan and Penguin in antitrust lawsuits about the price of electronic books ("E-books").

What the Settlements Provide

The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers will receive a credit to their iTunes account that will need to be activated. The credit can be used on any purchases of E-books. The amount of your payment will be determined based on qualifying E-book purchases identified by Apple in your iTunes account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. If the Court approves the Settlements, you will receive another email letting you know how to activate your credit. Once you activate the credit, it will be applied to your account by Apple. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one credit for your Apple iTunes account. (If you bought E-books from more than one retailer, you have received notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the Settlement website listed below, and clicking on the Check Request Option link on or before October 21, 2013. Be sure to reference the Settlement ID number found at the top of this email. The Settlement website is:

www.EbookAGSettlements.com

Your Other Rights

You can choose to exclude yourself from the Macmillan and/or Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

Your written Exclusion Form or objections must be postmarked by October 21, 2013. Please visit the Settlement website for detailed information on how to submit a valid Exclusion Form or objection.

The antitrust lawsuit against Apple Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

The Court will hold a hearing on December 6, 2013, at 3:00 p.m., to consider whether to approve the Settlements. You or your own lawyer may ask to appear and speak at the hearing.

**For more detailed information:
Call 1-866-621-4153 or Visit www.EbookAGSettlements.com**

Settlement ID Number: <<Xref>>

Benefits from E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by the State Attorneys General and Class Plaintiffs on behalf of Minnesota consumers with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books") for Minnesota residents.

What the Settlements Provide

The Settlements create a \$3.909 million fund for payments to Minnesota consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Settlements, eligible consumers will receive a credit to their iTunes accounts that will need to be activated. The credit can be used on any purchases of E-books. The amount of your payment will be determined based on qualifying E-book purchases identified by Apple in your iTunes account.

How to Receive your Benefit

Because you are pre-qualified, you do not need to do anything to receive your credit. If the Court approves the Settlements, you will receive another email letting you know how to activate your credit. Once you activate the credit, it will be applied to your account by Apple. (If you bought E-books from more than one retailer, you may have received notices with different instructions about whether you will receive a credit or need to file a Claim Form for that retailer. You will have a separate claim for each retailer and you should follow the specific instructions from each one.)

You also have the option to receive a check instead of your credit. You can request a check by calling 1-866-621-4153, or going to the Minnesota link on the Settlement website listed below, and clicking on the Check Request Option link. Be sure to reference the Settlement ID number found at the top of this email. Your request for a check must be submitted on or before October 21, 2013. The Settlement website is:

www.EbookAGSettlements.com (select the Minnesota link)

Your Other Rights

You can choose to exclude yourself from one or more of the Settlements and keep your right to sue on your own. If you exclude yourself from a Settlement, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Settlements.

Your written Exclusion Form for Minnesota Residents or objections must be postmarked by October 21, 2013. Please visit the Minnesota link on the Settlement website for detailed information on how to submit a valid Exclusion Form for Minnesota Residents or objection.

The antitrust lawsuit against Apple Inc. continues. Your rights in the separate suit are not affected by any action you take in regards to these Settlements.

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Attachment 2

Apple Inc. Postcard Notifications

Settlement ID Number: 00000000

**E-book Purchasers - Attorneys General and
Class Plaintiffs' Settlement**



www.ck12.org

NAME: 132

NAME

QUALITY

<<ADDER91>>

ADDRESSES

CITY STATE ZIP CODES

<<COUNTRY>>

Benefits From E-books Settlement Fund

Pursue una notificación en Español, llame o visite nuestro website

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What the Settlements Provide: The Macmillan and Penguin Settlements, together with settlements previously approved by the Court, create a \$162.25 million fund for payments to consumers who purchased qualifying E-books from April 1, 2010 through May 21, 2012. If the Court approves the Macmillan and Penguin Settlements, eligible consumers will receive a credit to their iTunes account that will need to be activated. The credit can be used on any purchases of E-books. The amount of your payment will be determined based on qualifying E-book purchases identified by Apple in your iTunes account.

How to Receive Your Benefit: You are receiving this postcard because an email notice to the email address you have on file with Apple was undeliverable. In order to receive a credit in your Apple account, you need to contact the Settlement Administrator to verify or update your email address. If you do not contact the Settlement Administrator by October 21, 2013, you will receive a check instead of a credit. You can reach the Settlement

Administrator by phone at 1-866-621-4153 or by email at info@EBookSettlements.com. Please note, while this notice is for the Macmillan and Penguin Settlements, your payment from all settling publishers will be combined and issued as one credit or check.

If you bought E-books from more than one publisher, you may have received notices with different instructions for receiving your credit.

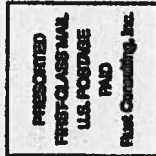
Your Other Rights: You can choose to exclude yourself from the Macmillan and/or Penguin Settlements and keep your right to sue on your own. If you exclude yourself, you can't receive any benefits from that Settlement. If you don't exclude yourself, you can submit objections about the Macmillan and/or Penguin Settlements.

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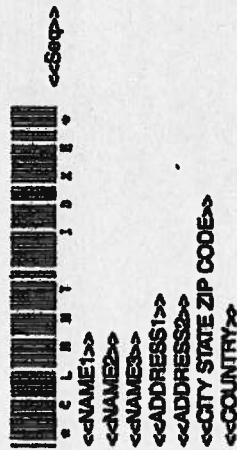
This notice is only a summary. For detailed information Call 1-866-621-4153 or Visit www.EBookSettlements.com



Court-Ordered Legal Notice
E-book AG Settlements Administrator
PO Box 2826
Portland, ME 05021-0631

Settlement ID Number <code>

E-book Purchasers - Attorneys General and
Class Plaintiffs' Settlement



Benefits from E-books Settlement Fund

Records indicate that you are eligible for a payment from Settlements reached by the State Attorneys General and Class Plaintiffs with E-book publishers Hachette, HarperCollins, Simon & Schuster, Macmillan, and Penguin. The Settlements resolve Plaintiffs' claims against these publishers in antitrust lawsuits about the price of electronic books ("E-books").

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